Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

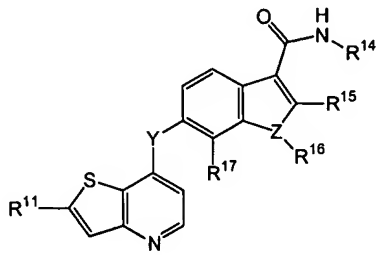
Amendments to the Claims:

This listing of claims will replace all prior versions and listings of claims in the application:

Listing of Claims:

1-51. (canceled)

52. (New) A compound represented by the formula I:



I

wherein:

Y is –NH-, -O-, -S-, or $–CH_2$-;

Z is -O- or -N-;

R^{14} is a C_1-C_6 alkyl, amino-C_1-C_6 alkyl, hydroxy C_1-C_6 alkyl, C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group unsubstituted or substituted by one or more R^5 groups;

R^{16} is H or a C_1-C_6 alkyl group when Z is N, and R^{16} is absent when Z is –O-;

R^{11} is H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-C(O)NR^{12}R^{13}$, $-C(O)(C_6$-C_{10} aryl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tNR^{12}R^{13}$, $-SO_2NR^{12}R^{13}$ or $-CO_2R^{12}$, wherein said C_1-C_6 alkyl, $-C(O)(C_6$-C_{10} aryl), $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic) moieties of the said R^{11} groups are unsubstituted or substituted by one or more R^5 groups;

each R^5 is independently selected from halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, C_1-C_6 alkylamino, $-(CH_2)_jO(CH_2)_qNR^6R^7$, $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tOR^9$, $-S(O)_j(C_1$-C_6 alkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_j(C_6$-C_{10} aryl), $-(CH_2)_tO(CH_2)_q$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^9C(O)R^8$, $(CH_2)_jNR^7(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j(C_1$-$C_6$ alkyl), $-(CH_2)_jNR^7(CH_2)_tR^6$, $-SO_2(CH_2)_t(C_6$-C_{10} aryl), and $-SO_2(CH_2)_t$(5 to 10 membered

heterocyclic), the $-(CH_2)_q-$ and $-(CH_2)_t-$ moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, -OH, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-(CH_2)_tNR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$;

each R^6 and R^7 is independently selected from H, OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tCN(CH_2)_tOR^9$, $-(CH_2)_tCN(CH_2)_tR^9$ and $-(CH_2)_tOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-CO(O)R^8$, $-OC(O)OR^8$, $-NR^9C(O)R^{10}$, $-C(O)NR^9R^{10}$, $-NR^9R^{10}$, C_1-C_6 alkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic);

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

each R^9 and R^{10} is independently selected from H, $-OR^6$, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl; and

each R^{12} and R^{13} is independently selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_3$-C_{10} cycloalkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^{12} and R^{13} groups are unsubstituted or substituted with one or more substituents independently selected from R^5, or R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl rings are unsubstituted or substituted with one or more R^5 substituents, where R^{12} and R^{13} are not both bonded to the nitrogen directly through an oxygen;

or pharmaceutically acceptable salts or solvates thereof.

53. (New) The compound, salt, or solvate of claim 52, wherein R^{11} is $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)NR^{12}R^{13}$, $-(CH_2)_tNR^{12}R^{13}$, $-SO_2NR^{12}R^{13}$ or $-CO_2R^{12}$.

54. (New) The compound of claim 53, wherein R^{11} is $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)NR^{12}R^{13}$, $-SO_2NR^{12}R^{13}$ or $-CO_2R^{12}$.

55. (New) The compound of claim 54, wherein R^{11} is $-(CH_2)_t$(5 to 10 membered heterocyclic) or $-C(O)NR^{12}R^{13}$.

56. (New) The compound of claim 55, wherein R^{11} is $-C(O)NR^{12}R^{13}$, wherein R^{12} and R^{13} are independently selected from H, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_3$-C_{10} cycloalkyl), $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$.

57. (New) The compound of claim 56, wherein R^{11} is $-C(O)NR^{12}R^{13}$, and wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said C_5-C_9 azabicyclic, aziridinyl, azetidinyl, pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted by 1 to 5 R^5 substituents.

58. (New) The compound of claim 57, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, thiomorpholinyl, isoquinolinyl, or dihydroisoquinolinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

59. (New) The compound of claim 58, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring, wherein said pyrrolidinyl, piperidinyl, piperazinyl, morpholinyl, or thiomorpholinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

60. (New) The compound of claim 59, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl or piperidinyl ring, wherein said pyrrolidinyl or piperidinyl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

61. (New) The compound of claim 60, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidinyl ring, wherein said pyrrolidinyl is unsubstituted or substituted with 1 to 5 R^5 substituents.

62. (New) The compound of claim 61, wherein R^{12} and R^{13} are taken together with the nitrogen to which they are attached to form a pyrrolidin-1-yl ring, wherein said pyrrolidin-1-yl ring is unsubstituted or substituted with 1 to 5 R^5 substituents.

63. (New) The compound of claim 55, wherein R^{11} is a $-(CH_2)_t$(5 to 10 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

64. (New) The compound of claim 63, wherein R^{11} is a $-(CH_2)_t$(5-8 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

65. (New) The compound of claim 64, wherein R^{11} is a $-(CH_2)_t$(5 or 6 membered heterocyclic) group is unsubstituted or substituted with 1 to 5 R^5 groups.

66. (New) The compound of claim 65, wherein R^{11} is a $-(CH_2)_t$(5 membered heterocyclic) group unsubstituted or substituted with 1 to 5 R^5 groups.

67. (New) The compound of claim 66, wherein R^{11} is a thiazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.

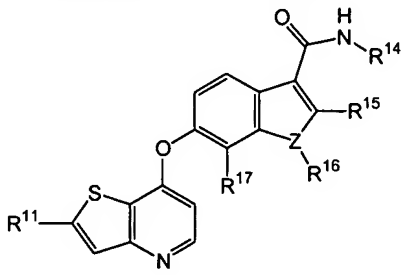
68. (New) The compound of claim 66, wherein R^{11} is an imidazolyl, unsubstituted or substituted by 1 to 5 R^5 groups.

69. (New) The compound of claim 52, wherein R^{16} is a C_1-C_6 alkyl group.

70. (New) The compound of claim 69, wherein R^{16} is methyl.

71. (New) The compound of claim 52, wherein R^{14} is methyl.

72. (New) A compound represented by the formula II:



II

wherein:

Z is -O- or -N-;

R^{14} is a C_1-C_6 alkyl, amino-C_1-C_6 alkyl, hydroxy C_1-C_6 alkyl, C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group;

R^{16} is H or a C_1-C_6 alkyl group when Z is –N- and R^{16} is absent when Z is –O-;

R^{11} is a heteroaryl group unsubstituted or substituted by one or more halo, cyano, nitro, trifluoromethoxy, trifluoromethyl, azido, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-NR^6R^7$, $-OR^9$, $-SO_2NR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_jO(CH_2)_qNR^6R^7$, $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tOR^9$, $-S(O)_j$(C_1-C_6 alkyl), $-(CH_2)_t$(C_6-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t$(C_6-C_{10} aryl), $-(CH_2)_tO(CH_2)_j$(C_6-C_{10} aryl), $-(CH_2)_tO(CH_2)_q$(5 to 10 membered heterocyclic), $-C(O)(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_jNR^7(CH_2)_qNR^6R^7$, $-(CH_2)_jNR^7CH_2C(O)NR^6R^7$, $-(CH_2)_jNR^7(CH_2)_qNR^9C(O)R^8$, $-(CH_2)_jNR^7(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_jNR^7(CH_2)_qS(O)_j$($C_1$-$C_6$ alkyl), $-(CH_2)_jNR^7$ $-(CH_2)_tR^6$, $-SO_2(CH_2)_t$(C_6-C_{10} aryl), and $-SO_2(CH_2)_t$(5 to 10 membered heterocyclic), the $-(CH_2)_q$- and $-(CH_2)_t$- moieties of the said R^5 groups optionally include a carbon-carbon double or triple bond, and the alkyl, aryl and heterocyclic moieties of the said R^5 groups are unsubstituted or substituted with one or more substituents independently selected from halo, cyano, nitro, trifluoromethyl, azido, -OH, $-C(O)R^8$, $-C(O)OR^8$, $-OC(O)R^8$, $-OC(O)OR^8$, $-NR^6C(O)R^7$, $-C(O)NR^6R^7$, $-(CH_2)_tNR^6R^7$, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t$(C_6-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$;

each R^6 and R^7 is independently selected from H, OH, C_1-C_6 alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t$(C_6-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, $-(CH_2)_tCN(CH_2)_tOR^9$, $-(CH_2)_tCN(CH_2)_tR^9$ and $-(CH_2)_tOR^9$, and the alkyl, aryl and heterocyclic moieties of the said R^6 and R^7 groups are unsubstituted or substituted with one or more substituents independently selected from hydroxy, halo, cyano, nitro, trifluoromethyl, azido,

$-C(O)R^8$, $-C(O)OR^8$, $-CO(O)R^8$, $-OC(O)OR^8$, $-NR^9C(O)R^{10}$, $-C(O)NR^9R^{10}$, $-NR^9R^{10}$, C_1-C_6 alkyl, $-(CH_2)_t(C_6$-C_{10} aryl), $-(CH_2)_t$(5 to 10 membered heterocyclic), $-(CH_2)_tO(CH_2)_qOR^9$, and $-(CH_2)_tOR^9$, where when R^6 and R^7 are both attached to the same nitrogen, then R^6 and R^7 are not both bonded to the nitrogen directly through an oxygen;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic);

each R^9 and R^{10} is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl;

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

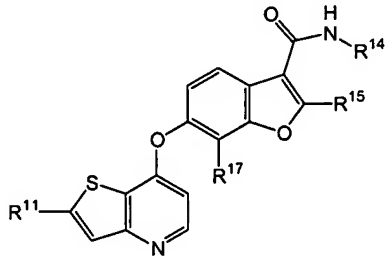
or pharmaceutically acceptable salts or solvates thereof.

73. (New) The compound of claim 72, wherein R^{16} is a C_1-C_6 alkyl group.

74. (New) The compound of claim 73, wherein R^{16} is methyl.

75. (New) The compound of claim 72, wherein R^{14} is methyl.

76. (New) A compound represented by the formula **IV**:



IV

wherein:

R^{14} is a C_1-C_6 alkyl, amino-C_1-C_6 alkyl, hydroxy C_1-C_6 alkyl, C_3-C_{10} cycloalkyl or methylureido group;

R^{15} and R^{17} are independently H, halo, or a C_1-C_6 alkyl group;

R^{11} is a heterocyclic or a heteroaryl group unsubstituted or substituted by one or more groups selected from $-C(O)OR^8$, C_1-C_6 alkyl, and $-(CH_2)_tOR^9$;

each R^8 is independently selected from H, C_1-C_{10} alkyl, C_3-C_{10} cycloalkyl, $-(CH_2)_t(C_6$-C_{10} aryl), and $-(CH_2)_t$(5 to 10 membered heterocyclic);

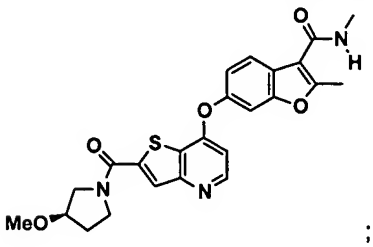
each R^9 is independently selected from H, C_1-C_6 alkyl, and C_3-C_{10} cycloalkyl; and

t is an integer from 0 to 6; j is an integer from 0 to 2; q is an integer from 2 to 6;

or pharmaceutically acceptable salts or solvates thereof.

77. (New) The compound of claim 76, wherein R^{14} is methyl.

78. (New) A compound selected from the group consisting of:



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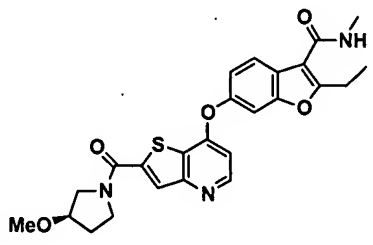

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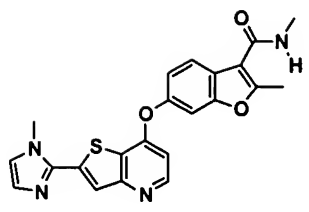
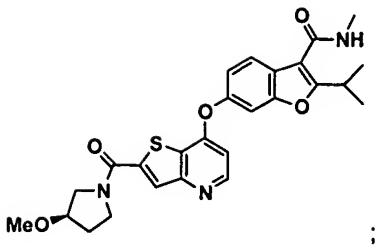

; and 
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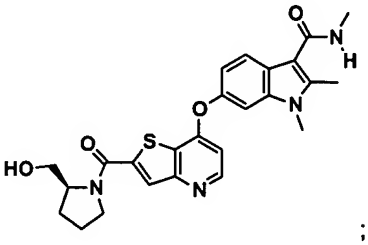
or a pharmaceutically acceptable salt or solvate thereof.

79. (New) A compound selected from the group consisting of: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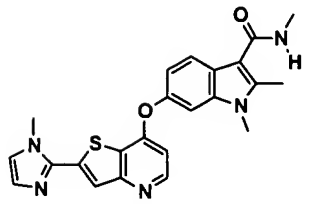
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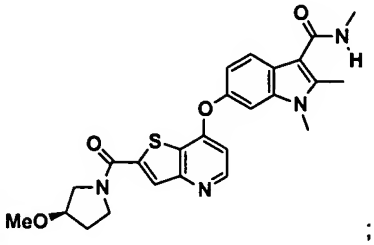
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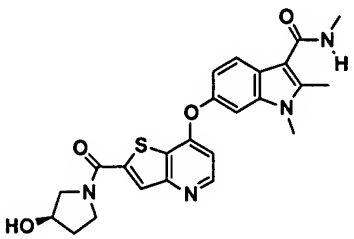
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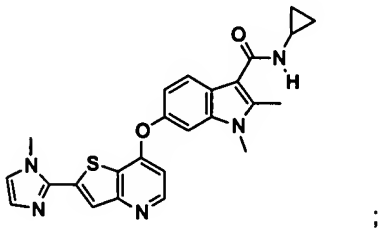
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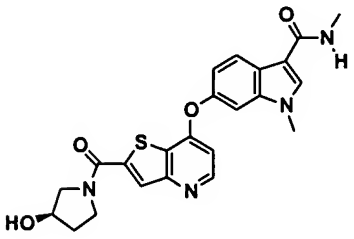
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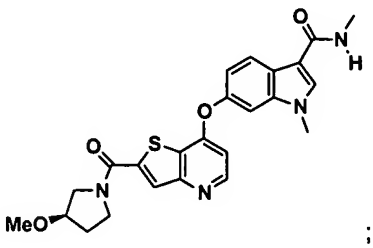
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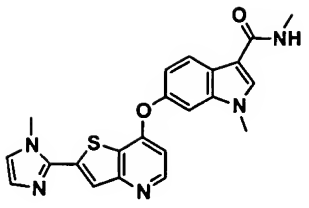
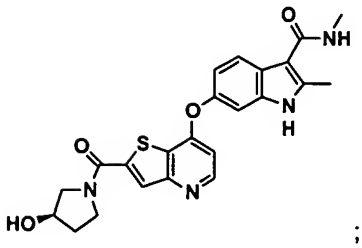


; and



;

or a pharmaceutically acceptable salt or solvate thereof.

80. (New) A pharmaceutical composition for the treatment of a hyperproliferative disorder in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.

81. (New). The pharmaceutical composition of claim 80, wherein said hyperproliferative disorder is cancer.

82. (New) The pharmaceutical composition of claim 81, wherein said cancer is brain, lung, kidney, renal, ovarian, ophthalmic, squamous cell, bladder, gastric, pancreatic, breast, head, neck, oesophageal, gynecological, prostate, colorectal or thyroid cancer.

83. (New) The pharmaceutical composition of claim 80, wherein said hyperproliferative disorder is noncancerous.

84. (New) The pharmaceutical composition of claim 83, wherein said hyperproliferative disorder is a benign hyperplasia of the skin or prostate.

85. (New) A pharmaceutical composition for the treatment of a hyperproliferative disorder in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 in combination with an anti-tumor agent selected from the group consisting of mitotic inhibitors, alkylating agents, anti-metabolites, intercalating antibiotics, enzymes, topoisomerase inhibitors, biological response modifiers, anti-hormones, and anti-androgens, and a pharmaceutically acceptable carrier.

86. (New) A pharmaceutical composition for the treatment of pancreatitis or kidney disease in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.

87. (New) A pharmaceutical composition for the prevention of blastocyte implantation in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.

88. (New) A pharmaceutical composition for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52 and a pharmaceutically acceptable carrier.

89. (New) The pharmaceutical composition of claim 88 wherein said disease is selected from the group consisting of tumor angiogenesis, chronic inflammatory disease, atherosclerosis, skin diseases, diabetes, diabetic retinopathy, retinopathy of prematurity, age-related macular degeneration, hemangioma, glioma, melanoma, Kaposi's sarcoma and ovarian, breast, lung, pancreatic, prostate, colon and epidermoid cancer.

90. (New) A pharmaceutical composition for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising a therapeutically effective amount of a compound, salt or solvate of claim 52, a therapeutically effective amount of a compound, salt or solvate of an antihypertensive agent, and a pharmaceutically acceptable carrier.

91. (New) A method of treating a hyperproliferative disorder in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.

92. (New) The method of claim 91, wherein said hyperproliferative disorder is cancer.

93. (New) The method of claim 92 wherein said cancer is brain, lung, ophthalmic, squamous cell, renal, kidney, ovarian, bladder, gastric, pancreatic, breast, head, neck, oesophageal, prostate, colorectal, gynecological or thyroid cancer.

94. (New) The method of claim 91 wherein said hyperproliferative disorder is noncancerous.

95. (New) The method of claim 94 wherein said hyperproliferative disorder is a benign hyperplasia of the skin or prostate.

96. (New) A method for the treatment of a hyperproliferative disorder in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52 in combination with an anti-tumor agent selected from the group consisting of mitotic inhibitors, alkylating agents, anti-metabolites, intercalating antibiotics, growth factor inhibitors, cell cycle inhibitors, enzymes, topoisomerase inhibitors, biological response modifiers, anti-hormones, and anti-androgens.

97. (New) A method of treating pancreatitis or kidney disease in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.

98. (New) A method of preventing blastocyte implantation in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.

99. (New) A method for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52.

100. (New) The method of claim 99 wherein said disease is selected from the group consisting of tumor angiogenesis, chronic inflammatory disease, atherosclerosis, skin diseases, diabetes, diabetic retinopathy, retinopathy of prematurity, age-related macular degeneration, hemangioma, glioma, melanoma, Kaposi's sarcoma and ovarian, breast, lung, pancreatic, prostate, colon and epidermoid cancer.

101. (New) A method for treating a disease related to vasculogenesis or angiogenesis in a mammal comprising administering to said mammal a therapeutically effective amount of a compound, salt or solvate of claim 52 in conjunction with a therapeutically effective amount of an anti-hypertensive agent.

102. (New) The compound of claim 52, wherein R^{14} is cyclopropyl.

103. (New) The compound of claim 72, wherein R^{14} is cyclopropyl.